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## **GOLD-FINANCE HOLDINGS LIMITED**

### **金誠控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1462)**

## **FURTHER ANNOUNCEMENT IN RESPECT OF MAJOR TRANSACTION — AMENDMENT AGREEMENT AND NEW APPLICATION LETTER**

Reference is made to the announcements of the Company dated 3 October 2016 and 18 October 2016 and the circular (the “**Circular**”) of the Company dated 18 November 2016 in relation to the investment in the Fund of RMB200 million. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those used in the Circular.

The Company would like to inform the Shareholders that due to the exiting of Beijing Fukesen as a first class Limited Partner of the Fund in accordance with the terms of the Limited Partnership Agreement, on 11 April 2017, 中財智晟(北京)投資管理有限公司 (Zhongcai Zhisheng (Beijing) Investment Management Company Limited\*) (“**Zhongcai Zhisheng**”) and 杭州金開觀行投資管理有限公司 (Hangzhou Jinkai Guanxing Investment Management Company Limited\*) (“**Jinkai Guanxing**”) entered into a limited partnership agreement (the “**Amendment Agreement**”) with the General Partner pursuant to which Zhongcai Zhisheng shall contribute an aggregate sum of RMB600 million for the Participating Shares as a first class Limited Partner and Jinkai Guanxing shall contribute an aggregate sum of RMB200 million for the Participating Shares as a second class Limited Partner. On the same date, Jinkai Guanxing also executed a new application letter pursuant to which it made an application to contribute an aggregate sum of RMB200 million for the subscription of the Participating Shares of the Fund.

Zhongcai Zhisheng is a company established in the PRC with limited liability on 8 January 2015, with business scope covering asset and investment management; investment and financial consulting; business management and planning; economic and trade consulting; and market research. To the best of the Directors’ knowledge, information and belief, having made reasonable enquiries, Zhongcai Zhisheng and its ultimate beneficial owner(s) are third party(ies) independent of the Company and its connected persons.

Jinkai Guanxing, a company established in the PRC with limited liability on 24 October 2016, is an indirect wholly-owned subsidiary of the Company. Jinkai Guanxing has not commenced business as at the date of this announcement.

With the exiting of Beijing Fukesen as a first class Limited Partner, the conditions to the Limited Partnership Agreement can no longer be satisfied, accordingly the Limited Partnership Agreement shall lapse. Save for the changing of the entities of the Limited Partners from (i) Beijing Fukesen to Zhongcai Zhisheng and (ii) 杭州金開圓觀投資管理有限公司 (Hangzhou Jinkai Yuanguan Investment Management Company Limited\*), an indirect wholly-owned subsidiary of the Company to Jinkai Guanxing, the terms of the Amendment Agreement are the same as the Limited Partnership Agreement in all material respects.

By Order of the Board  
**Gold-Finance Holdings Limited**  
**WEI Jie**  
*Chairman and Chief Executive Officer*

Hong Kong, 11 April 2017

*At the date of this announcement, the Board comprises Mr. Wei Jie, Ms. Xu Li Yun and Mr. Wong Kam Ting as executive Directors; and Mr. Niu Zhongjie, Mr. Cheung Ying Kwan and Mr. Chen Zhao as independent non-executive Directors.*

\* *For identification purpose only*